

P12000009209

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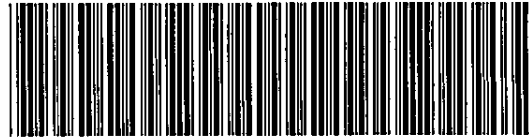
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OCT 20 2014
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TeleConsultants Network, Inc.

DOCUMENT NUMBER: P12000009209

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rochelle Friedman Walk

Name of Contact Person

Walk Law Firm, PA

Firm/ Company

102 West Whiting Street, Suite 502

Address

Tampa, FL 33602

City/ State and Zip Code

rochelle@walklawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rochelle Friedman Walk

at (813)

999-0199

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF RESTATEMENT
OF
TELECONSULTANTS NETWORK, INC.

To the Department of State
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, TeleConsultants Network, Inc. (the "Corporation") does hereby amend and restate its Articles of Incorporation as heretofore amended.

1. The name of the Corporation is TeleConsultants Network, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the Corporation is attached hereto and made a part hereof.

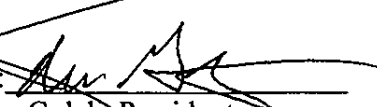
CERTIFICATE

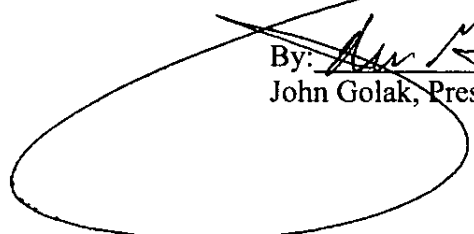
It is hereby certified that:

1. The attached Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors on August 27, 2015.
2. The attached Amended and Restated Articles of Incorporation were adopted and approved by a sufficient number of votes cast for approval by the shareholders of the Corporation on August 27, 2015.

Executed on August 27, 2015.

TeleConsultants Network, Inc.

By: 
John Golak, President



FILED
2015 OCT 15 AM 11:47
CLERK OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TELECONSULTANTS NETWORK, INC.**

In accordance with Section 607.1007 of the Florida Statutes, the articles of incorporation of TeleConsultants Network, Inc. a Florida corporation, are hereby amended and restated to read in their entirety as follows:

Article I

Name

The name of this corporation is TeleConsultants Network, Inc.

Article II

Purpose

The purpose of the corporation is to engage in any lawful act or activity for which the corporation may be organized under the Florida Business Corporation Act.

Article III

Registered Office and Agent

The address of the registered office of the corporation is 6336 Buford Street, Unit 608, Orlando, Florida 32835, and the name of its initial registered agent at such address is John Golak.

Article IV

Principal Office

The business address of the corporation's principal office is 2101 Park Center Drive, Suite 300, Orlando, Florida 32835.

Article V

Duration

The period of this corporation's duration is perpetual.

Article VI

Directors, Officers and Agents

6.1. Initial Directors

The number of directors constituting the board of directors is three (3).

6.2. Changes in Authorized Number of Directors

The number of directors of the corporation set forth in Section 6.1 of this Article shall constitute

the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

6.3. Powers of Directors

Subject to the limitations contained in these articles of incorporation, any Shareholders' Agreement duly executed by the corporation, and the Florida Business Corporation Act concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board of directors.

6.4. Power to Issue Shares

The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of various classes of stock, including both common and preferred stock, in one or more series, to fix the number of shares in each such class and series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such class and series.

The authority of the board of directors with respect to each such class and series shall include among other determinations permitted by law and not by way of limitation, a determination of the following, which may vary as between the different classes and series of stock:

- (a) The number of shares constituting the series and the distinctive designation of the class or series;
- (b) The dividend rate on the shares of a class or series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;
- (c) Whether or not the shares of the class or series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;
- (d) The amount payable in respect of the shares of a class or series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;
- (e) Any requirement as to a sinking fund for the shares of a class or series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;
- (f) The right, if any, to exchange or convert shares of a class or series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;
- (g) The voting rights, if any, to which the holders of shares of a class or series shall be entitled in addition to the voting rights provided by law; and
- (h) Any other terms, conditions or provisions with respect to a class or series not inconsistent with the provisions of this Article or any resolution adopted by the board of directors pursuant to this Article.

6.5. Indemnification

Each person who is or was a director, officer, employee or agent of the corporation, and each person who serves or served at the request of the corporation as a director, officer, employee or agent of

another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by the Florida Business Corporation Act as it may be in effect from time to time; provided, however, that article shall not apply to any action, suit, or proceeding brought by or in behalf of a director, officer, employee or agent without prior approval of the board of directors.

Article VII

Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 200,000 divided into 100,000 shares of common stock at \$0.01 par value each and 100,000 shares of Blank-Check Preferred Stock, at \$0.01 par value each.

The classes of stock shall be issuable in one or more series with such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights, and corresponding qualifications, limitations or restrictions, as shall be stated and expressed in these amended and restated articles of incorporation or any amendment to them, or in the resolution or resolutions providing for the issue of such stock, or series of stock, adopted, at any time and from time to time, by the board of directors of the corporation pursuant to the authority hereby expressly vested in the board of directors. The board of directors is hereby expressly authorized to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The board of directors is further hereby expressly authorized to provide, out of the unissued shares of common stock, for one or more series of common stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of common stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

Article VIII

Share Rights and Restrictions

8.1. Effect of Shareholders' Agreement

The voting rights of all shares of stock of the corporation shall be subject to the restrictions set forth in a shareholders' agreement to be executed by all shareholders of the corporation on August 21, 2015 (the "Shareholders' Agreement"). All persons purchasing shares of stock in the corporation subsequent to the execution of such agreement shall, as a condition precedent to becoming shareholders of the corporation, become parties to such agreement.

8.2. Share Transfer Restrictions

The Shareholders' Agreement provides for restrictions on the transfer of stock of the corporation. A copy of the Shareholders' Agreement shall be kept on file with the secretary of the corporation.

Article IX

Shareholders

9.1. Amendment of Bylaws

The board of directors has the power to make, repeal, amend and alter the bylaws of the corporation, to the extent provided in the bylaws. However, the paramount power to repeal, amend and alter the bylaws, or to adopt new bylaws, is vested in the shareholders. This power may be exercised by a vote of a majority of shareholders present at any annual or special meeting of the shareholders. Moreover, the directors have no power to suspend, repeal, amend or otherwise alter any bylaw or portion of any bylaw so enacted by the shareholders, unless the shareholders, in enacting any bylaw or portion of any bylaw, otherwise provide.

9.2. Personal Liability of Shareholders

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

9.3. Special Meeting of the Shareholders

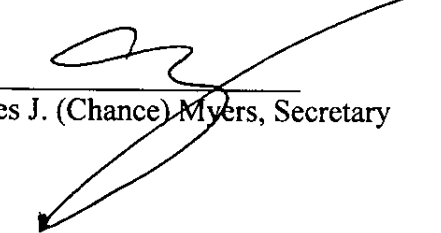
The corporation shall hold a special meeting of shareholders on call of its board of directors or the person or persons authorized to do so by these Amended and Restated Articles of Incorporation or the corporation's Bylaws, or if the holders of not less than sixty percent (60%) of all the shares entitled to vote at the meeting sign, date, and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Article X

Amendments

The corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change or repeal any provision contained in its articles of incorporation, as amended, to the extent and in the manner now or in the future permitted or prescribed by statute, and all rights conferred in these articles upon shareholders are granted subject to that reservation.

Duly Adopted by the Shareholders of the corporation, August 27, 2015.

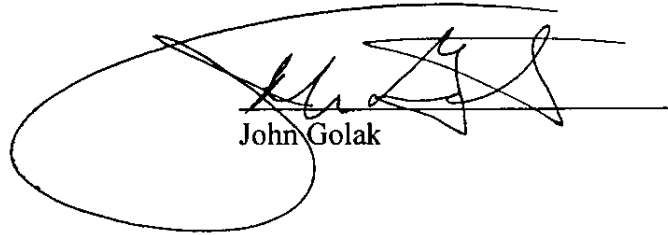
By 
James J. (Chance) Myers, Secretary

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-name Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

Date: August 27, 2015

John Golak, Registered Agent

A handwritten signature in black ink, appearing to be "John Golak", is written over a horizontal line. The signature is stylized and somewhat cursive. Below the signature, the name "John Golak" is printed in a standard font.